

FORM B1

United States Bankruptcy Court
District of Kentucky
Louisville Division

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
Jillian's Entertainment Holdings, Inc.

Name of Joint Debtor (Spouse) (Last, First, Middle):
 N/A

All Other Names used by the Debtor in the last 6 years
 (include married, maiden, and trade names):
 N/A

All Other Names used by the Joint Debtor in the last 6 years
 (include married, maiden, and trade names):
 N/A

Soc. Sec./Tax I.D. No. (if more than one, state all):
 04-3377816

Soc. Sec./Tax I.D. No. (if more than one, state all):
 N/A

Street Address of Debtor (No & Street, City, State & Zip Code):
 4500 Bowling Blvd. Suite 200, Louisville, KY 40207

Street Address of Joint Debtor (No & Street, City, State & Zip Code):
 N/A

County of Residence or of
 the Principal Place of Business: Jefferson

County of Residence or of
 the Principal Place of Business: N/A

Mailing Address of Debtor (if different from street address):
 Same

Mailing Address of Joint Debtor (if different from street address):
 N/A

Location of Principal Assets of Business Debtor
 (if different from street address above):
 Same.

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Type of Debtor (Check all boxes that apply)

- ☐ Individual(s) ☐ Railroad
☒ Corporation ☐ Stockholder
☐ Partnership ☐ Commodity Broker
☐ Other _____

**Chapter or Section of Bankruptcy Code Under Which
 the Petition is Filed** (Check one box)

- ☐ Chapter 7 ☒ Chapter 11 ☐ Chapter 13
☐ Chapter 9 ☐ Chapter 12
☐ Sec. 304 - Case ancillary to foreign proceeding

Nature of Debts (Check one box)

- ☐ Consumer/Non-Business ☒ Business

Chapter 11 Small Business (Check all boxes that apply)

- ☐ Debtor is a small business as defined in 11 U.S.C. § 101
- ☐ Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

Filing Fee (Check one box)

- ☒ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (Applicable to individuals only)
 Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.

Statistical/Administrative Information (Estimates only)

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors 1-15 16-49 50-99 100-199 200-999 1000-over

☒ ☐ ☐ ☐ ☐ ☐

Estimated Assets

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Estimated Debts

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

*

the Debtor from challenging, among other things, the validity, priority, enforceability, perfection or nature of such lien, pledge or encumbrance, if any.

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Jillian's Entertainment Holdings, Inc.

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location

Where Filed: N/A

Case Number:

N/A

Date Filed:

N/A

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

See Rider A

Case Number:

Date Filed:

District:

Relationship:

Judge:

Signatures**Signature(s) of Debtors(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

Signature of Debtors()

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)



Exhibit A is attached and made a part of this petition

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Signature of Attorney for Debtor(s)

Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?



Yes, and Exhibit C is attached and made a part of this petition.



No.

Signature of Attorney

Signature of Attorney for Debtor(s)

James H.M. Sprayregen, P.C.

James W. Kapp III

Printed Name of Attorney for Debtor(s)

KIRKLAND & ELLIS LLP

Firm Name

200 East Randolph Drive

Address

Chicago, IL 60601

(312) 861-2000

Telephone Number

Date: _____, 2004

Signature of Attorney*Ronald E. Gold*

Signature of Attorney for Debtor(s)

Ronald E. Gold

Edward M. King

Printed Name of Attorney for Debtor(s)

FROST BROWN TODD LLC

Firm Name

400 West Market Street, 32nd Floor

Address

Louisville, KY 40202

(502) 589-5400

Telephone Number

Date: *May 23* 2004**Signature of Non-Attorney Petition Preparer**

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Name and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

Signature of Authorized Individual

Gregory S. Stevens

Printed Name of Authorized Individual

Chief Financial Officer

Title of Authorized Individual

May 23, 2004

Date

Rider A

Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court jointly administer their chapter 11 cases for administrative purposes only.

Derby City Promotions, Inc.

Jillian's America Live of Minneapolis, Inc.

Jillian's Billiard Café of Akron, Inc.

Jillian's Billiard Café of Columbia, South Carolina, Inc.

Jillian's Billiard Café of Raleigh, NC, Inc.

Jillian's Billiard Café II of Raleigh, North Carolina, Inc.

Jillian's Billiard Club of Annapolis, Inc.

Jillian's Billiard Club of Champaign Urbana, Inc.

Jillian's Billiard Club of Champaign Urbana, LP

Jillian's Billiard Club of Charlotte, NC, Inc.

Jillian's Billiard Club of Cleveland, Inc.

Jillian's Billiard Club of Cleveland Heights, Inc.

Jillian's Billiard Club of Cleveland Heights, LP

Jillian's Billiard Club of Louisville, Kentucky, Inc.

Jillian's Billiard Club of Manchester, NH, Inc.

Jillian's Billiard Club of Pasadena, Inc.

Jillian's Billiard Club of Seattle, Inc.

Jillian's Billiard Club of Tacoma, Inc.

Jillian's Billiard Club of Worcester, Inc.

Jillian's Billiard Club of Worcester, LP

Jillian's Entertainment Holdings, Inc.

Jillian's Entertainment Corporation

Jillian's Gators of Minneapolis, Inc.

Jillian's Inc.

Jillian's Knuckleheads of Minneapolis, Inc.

Jillian's Management Company, Inc.

Jillian's of Albany, NY, Inc.

Jillian's of Arundel, MD, Inc.

Jillian's of Concord, NC, Inc.

Jillian's of Covington, Kentucky, Inc.

Jillian's of Farmingdale, NY, Inc.

Jillian's of Franklin, PA, Inc.

Jillian's of Gwinnett, GA, Inc.

Jillian's of Hollywood, CA, Inc.

Jillian's of Houston, TX, Inc.

Jillian's of Indianapolis, IN, Inc.

Jillian's of Katy, TX, Inc.

Jillian's of Memphis, TN, Inc.

Jillian's of Minneapolis, MN, Inc.

Jillian's of Montreal, Inc.

Jillian's of Nashville, TN, Inc.

Jillian's of Norfolk, VA, Inc.

Jillian's of Rochester, NY, Inc.

Jillian's of San Francisco, CA, Inc.

Jillian's of Scottsdale, AZ, Inc.

Jillian's of Westbury, NY, Inc.

Jillian's of Youngstown, OH, Inc.

River Vending, Inc.

**RESOLUTIONS OF THE BOARD OF
JILLIAN'S ENTERTAINMENT HOLDINGS, INC.**

Upon meeting this 23rd day of May, 2004, the undersigned, being all of the members of the Board (the "Board") of Jillian's Entertainment Holdings, Inc., a Delaware corporation (the "Company"), hereby takes the following action by unanimous written consent:

WHEREAS, the Board has considered the financial and operational aspects of the Company's business;

WHEREAS, the Board has reviewed the historical performance of the Company, the market for the Company's products and services and the current and long-term liabilities of the Company;

WHEREAS, Jillian's Entertainment Corporation ("JEC") borrowed funds from Fleet National Bank and other lenders (collectively, the "Lenders") pursuant to a credit agreement dated October 14, 1998 (with subsequent amendments, the "Credit Agreement");

WHEREAS, the Credit Agreement provides that the indebtedness is guaranteed by Jillian's Entertainment Holdings, Inc. ("JEH") and each of JEC's domestic subsidiaries;

WHEREAS, Holdings issued \$10 million in notes (the "Senior Subordinated Notes") to Bridge East Capital, L.P. and FleetBoston Robertson Stephens, Inc. maturing on April 28, 2006;

WHEREAS, the Senior Subordinated Notes provide that the debt obligations themselves are guaranteed by each of JEH's subsidiaries which is party to the guaranty to the Senior Subordinated Notes dated April 28, 2000;

WHEREAS, JEH issued a \$2.5 million note to The Main Event, Inc. (the "Subordinated Note") maturing on May 12, 2001;

WHEREAS, JEC has been, and currently is, in default under the Credit Agreement (collectively, the "Credit Agreement Defaults"), in part due to JEC's inability to pay the outstanding principal upon the maturity of the Credit Agreement;

WHEREAS, as a result of the Credit Agreement Defaults, JEH has been, and currently is, prohibited from making payments under the Subordinated Note and the Senior Subordinated Notes in accordance with the Credit Agreement and the Subordination and Intercreditor Agreement, dated April 28, 2000;

WHEREAS, JEH has been, and currently is, in default under the Senior Subordinated Notes;

WHEREAS, JEH has been, and currently is, in default under the the Subordinated Note;
and

WHEREAS, as a result of the Credit Agreement Defaults, commencing on March 30, 2004, and on additional dates thereafter, the Lenders elected to exercise their remedy of set-off provided by Section 11.5 of the Credit Agreement, and set-off a total of approximately \$3,710,600.00 from JEC, to date, pursuant to their rights and remedies under the Credit Agreement.

NOW, THEREFORE, BE IT RESOLVED: That in the judgment of the Board, a voluntary petition shall be filed by the Company under the provisions of title 11 of the United States Code (as amended, the "Bankruptcy Code") in the United States Bankruptcy Court for the Western District of Kentucky, Louisville Division (the "Bankruptcy Court");

BE IT FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized to execute and file on behalf of the Company any and all petitions, schedules, lists and other papers or documents and to take any and all action which they deem necessary or proper to obtain such relief;

BE IT FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general insolvency counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Kirkland & Ellis LLP;

BE IT FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to employ the law firm of Frost Brown Todd LLC as insolvency co-counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Frost Brown Todd LLC;

BE IT FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to employ the firm of Carl Marks Consulting Group LLC as management advisors and consultants to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Carl Marks Consulting Group LLC;

BE IT FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to employ the firm of Houlihan Howard & Zukin Capital as financial advisors and consultants to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the

Company's rights and obligations, and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Houlihan Howard & Zukin Capital;

BE IT FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to employ the firm of Robert Falls & Co. as public relations consultants to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Robert Falls & Co;

BE IT FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

BE IT FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized to file, and the Board hereby approves, the Joint Liquidating Plan of Reorganization of Jillian's Entertainment Holdings, Inc. and Certain of its Subsidiaries Pursuant to Chapter 11 of the United States Bankruptcy Code (the "Plan"), as amended, the disclosure statement to the Plan and all materials related thereto, and to seek confirmation of the Plan as expeditiously as possible and to take such steps as are necessary to consummate the Plan as soon as practicable after confirmation;

BE IT FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to obtain, and the Board hereby approves, debtor in possession financing according to the terms negotiated by management of the Company in consultation with their advisors; and in connection therewith, the officers of the Company are hereby authorized and directed to execute, and the Board hereby approves, the Debtor in Possession Credit Agreement by and among Jillian's Entertainment Corporation as Borrower and Fleet National Bank as Lender, and all materials related thereto;

BE IT FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing;

BE IT FURTHER RESOLVED: That all of the acts and transactions relating to matters contemplated by the foregoing resolutions of management of the Board, in the name of and on behalf of the Company, which acts would have been approved by the foregoing

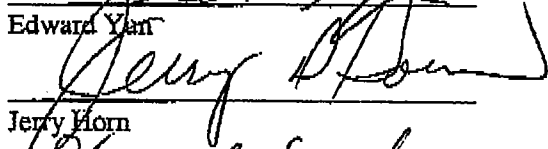
resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified;

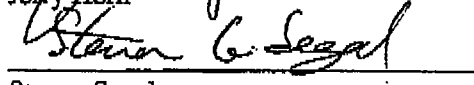
BE IT FURTHER RESOLVED: That the officers of the Company be, and each of them individually hereby is, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, to effect a sale of the assets of the Company, as appropriate; and

BE IT FURTHER RESOLVED: That these resolutions may be executed by facsimile and in multiple counterparts, each of which shall be deemed an original but all of which taken together shall constitute one and the same instrument.



Glenn Hopkins

Edward Yan

Jerry Horn

Steven Segal

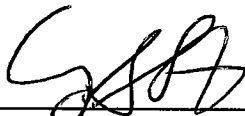
DECLARATION REGARDING CONSOLIDATED LIST OF CREDITORS

The debtor in this chapter 11 case and certain of its affiliates (collectively, the "Debtors") each filed petitions in this Court on the date hereof for relief under title 11 of the United States Code. Kurtzman Carson Consultants LCC ("KCC"), the proposed Notice and Claims Agent for the Debtors, will maintain the Debtors' list of consolidated creditors (the "Consolidated List of Creditors"). The Consolidated List of Creditors contains the Debtors' list of known creditors and known potential creditors of which the Debtors are currently aware, and will be supplemented to the extent additional creditors are identified.

The information contained herein is based upon a review of the Debtors' books and records. However, no comprehensive legal and/or factual investigations with regard to the accuracy of the information has been pursued. Therefore, the Consolidated List of Creditors does not and should not be deemed to constitute: (1) an acknowledgment of the accuracy of the identity of any interest holder or the amount of interest holdings of any particular holder; and/or (2) a waiver of any other right or legal position of the Debtors.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: May 23, 2004



Name: Gregory S. Stevens
Title: Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF KENTUCKY
LOUISVILLE DIVISION

In re:)	Chapter 11
)	
Jillian's Entertainment Holdings, Inc.,)	Case No. 04-0_____
et al., ¹)	(Jointly Administered)
)	
Debtors.)	

**LIST OF CREDITORS HOLDING
30 LARGEST UNSECURED CLAIMS**

Following is the list of the Debtors' creditors holding the 30 largest unsecured claims. The list is prepared in accordance with FED.R.BANKR. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.

¹ The Debtors are the following entities: Jillian's Entertainment Holdings, Inc., Jillian's Entertainment Corporation, Derby City Promotions, Inc., Jillian's America Live of Minneapolis, Inc., Jillian's Billiard Café II of Raleigh, NC, Inc., Jillian's Billiard Café of Akron, Inc., Jillian's Billiard Café of Columbia, South Carolina, Inc., Jillian's Billiard Café of Raleigh, NC, Inc., Jillian's Billiard Club of Annapolis, Inc., Jillian's Billiard Club of Champaign Urbana, Inc., Jillian's Billiard Club of Champaign Urbana, LP, Jillian's Billiard Club of Charlotte, NC, Inc., Jillian's Billiard Club of Cleveland Heights, Inc., Jillian's Billiard Club of Cleveland Heights, LP, Jillian's Billiard Club of Cleveland, Inc., Jillian's Billiard Club of Louisville, Kentucky, Inc., Jillian's Billiard Club of Manchester, NH, Inc., Jillian's Billiard Club of Pasadena, Inc., Jillian's Billiard Club of Seattle, Inc., Jillian's Billiard Club of Tacoma, Inc., Jillian's Billiard Club of Worcester, Inc., Jillian's Billiard Club of Worcester, LP, Jillian's Gators of Minneapolis, Inc., Jillian's Inc., Jillian's Knuckleheads of Minneapolis, Inc., Jillian's Management Company, Inc., Jillian's of Albany, NY, Inc., Jillian's of Arundel, MD, Inc., Jillian's of Concord, NC, Inc., Jillian's of Covington, Kentucky, Inc., Jillian's of Farmingdale, NY, Inc., Jillian's of Franklin, PA, Inc., Jillian's of Gwinnett, GA, Inc., Jillian's of Hollywood, CA, Inc., Jillian's of Houston, TX, Inc., Jillian's of Indianapolis, IN, Inc., Jillian's of Katy, TX, Inc., Jillian's of Memphis, TN, Inc., Jillian's of Minneapolis, MN, Inc., Jillian's of Montreal, Inc., Jillian's of Nashville, TN, Inc., Jillian's of Norfolk, VA, Inc., Jillian's of Rochester, NY, Inc., Jillian's of San Francisco, CA, Inc., Jillian's of Scottsdale, AZ, Inc., Jillian's of Westbury, NY, Inc., Jillian's of Youngstown, OH, Inc., and River Vending, Inc.


(1) NAME OF CREDITOR	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc)	(5) AMOUNT OF CLAIM (If secured also state value of security)
Bridge East Capital, L.P.	c/o Bridge East Management, LLC 575 Fifth Avenue, 22 nd Floor New York, NY 10017 Tel: (212) 277-1000 Fax: (212) 277-1001	Senior Subordinated Note	\$10,025,000.00
FleetBoston Robertson Stephens Inc.	2815 Scott Street San Francisco, CA 94123 Tel: (415) 989-8500 Fax: (415) 693-3393	Senior Subordinated Note	\$4,296,000.00
The Main Event, Inc.	9535 Forest Lane, Suite 128 Dallas, Texas 75243 Tel: (214) 393-0289 F. Dean Armstrong Armstrong Law Firm 1324 Dartmouth Road Flossmoor, IL 60422 Tel: (708) 798-1599 Fax: (708) 798-1597	Subordinated Note	\$3,225,000.00
Katy Mills Mall Ltd Partnership	Bank of America, N.A. P.O. Box 100554 Atlanta, GA 30384-0554 Tel: (281) 644-5000 Fax: (281) 644-5001	Property Rent	\$2,281,169.71
JW Childs Associates	One Federal Street, 21 st Floor Boston, MA 02210 Tel: (617) 753-1100 Fax: (617) 753-1101	Management Fees	\$540,184.20
U.S. Premium Finance	PO Box 1110 141 Hurricane Shoals Rd Lawrenceville, GA 30046 Tel: (678) 376-3236 Fax: (678) 376-4517	Premium Insurance Financing	322,916.40
Playboy Enterprises, Inc	P.O. Box 71205 Chicago, IL 60694-1205 Tel: (312) 751-8000 Fax: (312) 751-2818	Trade	\$262,357.89
Opry Mills Limited Partnership	1300 Wilson Blvd. Ste 400 Arlington, VA 22209 Attn: Bill Robins Tel: (703) 526-5000 Fax: (703) 526-5080	Property Rent	\$146,984.24
BMI	10 Music Square East Nashville, TN 37203-0014 Tel: (615) 401-2000 Fax: (615) 401-2707	Annual Music License Fee	\$139,282.25
Arundel Mills Limited Partnership	PO Box 406130 Atlanta, GA 30384-6130 Tel: (410) 540-5110 Fax: (410) 540-5120	Property Rent	\$138,831.40
Peabody Place Centre GP	100 Peabody Place, Suite 1400 Memphis, TN 38103 Tel: (901) 767-4780 Fax: (901) 260-7378	Property Insurance Premiums	\$122,836.90
New Boston Rochester	Attn: Kelly Sham 60 State Street, 15 th Floor Boston, MA 02109-1803 Tel: (617) 723-7760 Fax: (617) 227-4727	Property Rent	\$94,379.33

(1) NAME OF CREDITOR	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc)	(5) AMOUNT OF CLAIM (If secured also state value of security)
USF-Carolina	P.O. Box 65535 Charlotte, NC 28265-0535 Tel: (803) 802-6000 Fax: (803) 802-2396	Trade	\$85,593.31
US Foodservice-Philly	P.O. Box 820050 Philadelphia, PA 19182-0050 Tel: (800) 336-3313 Fax: (356) 467-7817	Trade	\$85,262.68
Concord Mills Mall	1300 Wilson Blvd. Ste 400 Arlington, VA 22209 Attn: Bill Robins Tel: (703) 526-5000 Fax: (703) 526-5080	Property Rent	\$83,134.44
US Foods-Metro	P.O. Box 641871 Pittsburgh, PA 15264-1871 Tel: (800) 222-1278 Fax: (201) 567-3465	Trade	\$78,765.91
Sureshot Redemption	PO Box 2045 Cupertino, CA 95015-2045 Tel: (909) 930-9900 Fax: (909) 773-1760	Trade	\$73,461.46
A. Thomas Food Service, Inc.	2055 Nelson Miller Parkway Louisville, KY 40223 Tel: (502) 253-2000 Fax: (502) 253-2020	Trade	\$73,448.58
US Foodservice-Kings	P.O. Box 888039 Knoxville, TN 37995 Tel: (865) 982-8100 Fax: (865) 984-0747	Trade	\$66,798.83
OJ's Service Two	P.O. Box 5549 North Little Rock, AR 72119 Tel: (501) 372-2921 Fax: (501) 372-4136	Trade	\$64,518.39
William Morris Agency Inc.	Attn: Sharon Leffin 151 El Camino Dr. Beverly Hills, CA 90212 Tel: (310) 859-4000 Fax: (310) 859-4462	Trade	\$50,000.00
Dennis Stuff, Inc.	1040 Avenue of the Americas New York, NY 10018 Tel: (212) 302-2626 Fax: (212) 944-2383	Trade	\$44,706.00
American Alpha, Inc.	45 Stouts Lane Suite 8 Monmouth Junction, NJ 08852 Tel: (732) 438-0420 Fax: (732) 438-0424	Trade	\$43,161.00
KZZP 104.7 FM	3885 Collections Center Dr. Chicago, IL 60693 Tel: (602) 279-2577 Fax: (602) 230-2781	Trade	\$42,838.09
US Food-Houston (Alliant)	P.O. Box 840396 Dallas, TX 75284-0396 Tel: (281) 310-2000 Fax: (281) 310-2210	Trade	\$42,326.63
US Food-Phoenix (Alliant)	2838 Collections Center Dr. Chicago, IL 60693 Tel: (800) 451-6638 Fax: (410) 309-6465	Trade	\$42,182.90

(1) NAME OF CREDITOR	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc)	(5) AMOUNT OF CLAIM (If secured also state value of security)
Quandt's Food Service Dist.	105 Quist Road P.O. Box 700 Amsterdam, NY 12010 Tel: (518) 842-1550 Fax: (518) 842-0621	Trade	\$41,788.97
DB Maintenance	PO Box 520 North Bellmore, NY 11710 Tel: (516) 785-7155 Fax: (516) 785-7108	Trade	\$40,832.50
US Foodservice-Eagan (Alliant)	SSDS 12-0457 P.O. Box 86 Minneapolis, MN 55486-0457 Tel: (651) 683-4224 Fax: (651) 683-4424	Trade	\$39,726.84
LeBoeuf, Lamb, Greene & MacRae LLP	125 W. 55 th St. New York, NY 10019-5389 Tel: (212) 424-8279 Fax: (212) 424-8500	Professional Fees	\$38,000.00

Unsworn Declaration under Penalty of Perjury (partnership or corporation) I declare under penalty of perjury that I have read the answers contained in the foregoing list of creditors and that they are true and correct to the best of my knowledge, information and belief.

May 3, 2004
Date


Signature

Gregory S. Stevens, Chief Financial Officer
Print Name and Title

(An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.)

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

LIST OF EQUITY SECURITY HOLDERS
Jillian's Entertainment Holdings, Inc.

The Equity Security holder(s) of the Debtor in this chapter 11 case are:

Common Stock Par Value \$.001 Per Share; 55,000,000 Shares Authorized; 5,287,690.00 Issued and Outstanding¹

Certificate Numbers	Number of Shares	Name & Address of Stockholder	Date Issued/ Transferred	Notes
C1	1,323,600	Foster, Steven L. 112 Mercer Street, Apt. 4 New York, NY 10012	23 Jul 97	
C2	1,240,765	Rubin, Steven c/o United Fuels International, Inc. 508 North 2d Street, 204 Fairfield, IA 52556	23 Jul 97	
C3	551,667	Troy, Kevin 21 Elizabeth Street Canton, MA 02021	23 Jul 97	
C4	400,000	Breitbart, Kerry PMB #18 361 Post Road, West Westport, CT 06880	23 Jul 97	
C5	206,825	The Blind Trust UDT (William J. Eisen, Agent) c/o Lourie & Cutler, P.C. Sixty State Street Boston, MA 02109	23 Jul 97	
C6	133,333	Berman, Warren 504 N. 4 th Street, Ste. 104 Fairfield, IA 52556	23 Jul 97	
C7 VOID	n/a	Hurlin, William and Anastasia Hurlin Joint w/right of survivorship 808 N.B. Street Fairfield, IA 52556	n/a	Voided; Issued in wrong name; replaced by C8.
C8 CANCELED	127,500	Hurlin, William and Anastasia Hurlin Joint w/right of survivorship 808 N.B. Street Fairfield, IA 52556	23 Jul 97	Canceled; Transferred to Anastasia K. Hurlin, Trustee of the Anastasia K. Hurlin 2000 Trust U/T/A 5/16/2000 by C30
C9 VOID	n/a	Suliman, Douglas M. 1010 Lake Street Sherborne, MA 01770	n/a	Voided and issued to Island Partners.
C10 VOID	n/a	Island Partners, Ltd. 75 Central Street Wellesley, MA 02482	n/a	Void.
C11	335,000	Island Partners, Ltd. 75 Central Street Wellesley, MA 02482	23 Jul 97	
C12	45,000	Larose, Paul 10 Boundary Road Mansfield, MA 02048	23 Jul 97	
C13	20,000	Spratt, Dana 21 Patriot Road Burlington, MA 01803	23 Jul 97	

¹ Pursuant to Bankruptcy Rule 1007, the Debtor makes the following disclosure: Steven Foster, Steven Rubin and Kevin Troy are the only holders of 10% or more of the Debtor's common stock.

Certificate Numbers	Number of Shares	Name & Address of Stockholder	Date Issued/ Transferred	Notes
C14 CANCELED	750,000	Foster, Steven L. 112 Mercer Street, Apt. 4 New York, NY 10012	23 Jul 97	Foster sold 450,000 shares; Certificate C19 issued for balance 300,000 shares
C15	100,000	Troy, Kevin 21 Elizabeth Street Canton, MA 02021	23 Jul 97	
C16	5,000	Meltzer, Steven L. 17 Bridle Court Potomac, MD 20854-3887	28 Feb 98	
C17 CANCELED	40,000	Daniels, Robert T. 1734 Jasmine Avenue Villa 4 Fairfield, IA 52556	1 Jan 98	Affidavit of lost stock certificate received; New certificate (C27) issued.
C18	2,500	Meltzer, Steven L. 17 Bridle Court Potomac, MD 20854-3887	25 Mar 99	
C19	300,000	Foster, Steven L. 112 Mercer Street, Apt. 4 New York, NY 10012	24 Jul 97	Issued from sale of 450,000 shares from his holdings in C14.
C20	25,000	Breitbart, Kerry PMB #18 361 Post Road, West Westport, CT 06880	24 Jul 97	Received from Foster stock sale.
C21	20,000	Eisner, Alan 6 Blair Circle Sharon, MA 02067	24 Jul 97	Received from Foster stock sale.
C22 CANCELED	300,000	Rubin, Steven c/o United Fuels International, Inc. 508 North 2d Street, 204 Fairfield, IA 52556	24 Jul 97	Received from Foster stock sale. Transferred back to Steven Foster C31
C23	50,000	Smith, Daniel M. Jillian's Entertainment Corp. 630 Barret Aveneu Louisville, KY 40204	24 Jul 97	Received from Foster stock sale.
C24	5,000	Kaplan, Harris 393 Little Row Road Boone, NC 28607	24 Jul 97	Received from Foster stock sale.
C25	25,000	Weis, Stephen M. 1387 South Fourth Street Louisville, KY 40208	24 Jul 97	Received from Foster stock sale.
C26	25,000	Widman, Ron 10311 Colonel Hancock Drive Louisville, KY 40291	24 Jul 97	Received from Foster stock sale.
C27	40,000	Daniels, Robert T. 1734 Jasmine Avenue Villa 4 Fairfield, IA 52556	25 Oct 99	Issued as replacement for lost certificate C17.
C28	4,000	Enderle, Kevin 3211 Lutz Lake Fern Road Lutz, FL 33579	1 Mar 00	Exercised stock option for 4000 shares @ \$0.9322/share
C29	2,500	Meltzer, Steven L. 17 Bridle Court Potomac, MD 20854-3887	7 Mar 00	Exercised stock option for 2500 share @ \$0.66/share
C30	127,500	Anastasia K. Hurlin, Trustee of the Anastasia K Hurlin 2000 Trust U/T/A 5/16/2000 303 N.B. Street Fairfield, IA 52556	21 Aug 00	Transferred from William H. Hurlin and Anastasia K. Hurlin. C8
C31	300,000	Steven Foster 13977 Aubrey Road Beverly Hills, CA 90210	17 Jan 01	Original certificate - to secure Promissory Note due 2002 \$375,000.

Series A 12% Cumulative Convertible Accruing Pay-In-Kind Preferred Stock,² par value \$0.001 per share

Total Shares Authorized: 42,000,000
 Number of Shares Issued & Outstanding: 13,051,562.5288
 Number of Shares Reserved: 0
 Number of Treasury Shares: 0
 Balance Available for Issuance: 28,948,437.4712
 Total Available (Incl. Treasury) for Issuance: 28,948,437.4712

Shareholder	Number of Shares	Date	Status
VOID - Per Pam Greenwell list	***	***	Canc.
Glenn A Hopkins	32,493.3703	7/23/97	I&O
Jerry D. Horn	33,253.2716	7/23/97	I&O
Lambros J. Lambros	41,566.5949	7/23/97	I&O
Raymond B. Rudy	27,711.0597	7/23/97	I&O
Steven G. Segal	120,112.6467	7/23/97	Canc.
SGS 1995 Family Limited Partnership	8,931.2701	7/23/97	I&O
Steven G. Segal 1995 Irrevocable Trust	22,937.8351	7/23/97	I&O
Adam L. Suttin	34,638.8326	7/23/97	I&O
Suttin Family Trust	13,855.5352	7/23/97	I&O
John W. Childs	414,766.8714	7/23/97	I&O
Richard S. Childs	26,818.2792	7/23/97	I&O
James E. Childs	26,818.2792	7/23/97	I&O
Bock Family Trust	6,436.387	7/23/97	I&O
Edward D. Yun	13,855.5352	7/23/97	I&O
Dana L. Schmaltz	13,855.5352	7/23/97	I&O
OFS Investment Partners	65,329.3281	7/23/97	I&O
Greg Horn	53,636.5583	7/23/97	I&O
J.W. Childs Equity Partners, L.P.	11,915,756.81	7/23/97	I&O
Jerry Horn	107,273.1174	10/22/97	I&O
VOID - Per Pam Greenwell list	***	7/23/97	Canc.
VOID - Per Pam Greenwell list	***	7/23/97	Canc.
Rappaport Asset Private Partnership	53,636.5587	1/1/98	Canc.
VOID - Per Pam Greenwell list	***	***	Canc.
Rappaport Asset Private Partnership	17,878.8529	1/1/98	Canc.
Steven G. Segal	114,590.1667	7/12/99	I&O
SGS III Family Limited Partnership	5,522.48	7/12/99	I&O
Rappaport Asset Private Partnership, L.P.	53,636.5587	10/12/99	I&O
Rappaport Asset Private Partnership, L.P.	17,878.8529	10/12/99	I&O

Series B 20% Cumulative Convertible Accruing Pay-In-Kind Preferred Stock,³ par value \$0.001 per share

Total Shares Authorized: 1,000,000
 Number of Shares Issued & Outstanding: 107,273
 Number of Shares Reserved: 0
 Number of Treasury Shares: 0
 Balance Available for Issuance: 892,727
 Total Available (Incl. Treasury) for Issuance: 892,727

² Pursuant to Bankruptcy Rule 1007, the Debtor makes the following disclosure: J.W. Childs Equity Partners, L.P. is the only holder of 10% or more of Series A Preferred Stock.

³ Pursuant to Bankruptcy Rule 1007, the Debtor makes the following disclosure: J.W. Childs Equity Partners, L.P. is the only holder of 10% or more of Series B Preferred Stock.

Shareholder	Number of Shares	Date	Status
JWC Equity Funding, Inc.	107,273.1174	9/1/99	Canc.
J.W. Childs Equity Parnters, L.P.	99,913	2/9/00	I&O
Glenn A. Hopkins	278	2/9/00	I&O
Jerry D. Horn	272	2/9/00	I&O
Estate of Lambros J. Lambros	342	2/9/00	I&O
Raymon B. Rudy	226	2/9/00	Canc.
Steven G. Segal	994	2/9/00	I&O
SGS 1995 Family Limited Partnership	72	2/9/00	I&O
Steven G. Segal 1995 Irrevocable Trust	185	2/9/00	I&O
SGS III Family limited Partnership	46	2/9/00	I&O
Adam L. Suttin	278	2/9/00	I&O
Suttin Family Trust	116	2/9/00	I&O
Edward D. Yun	114	2/9/00	I&O
Dana Schmaltz	115	2/9/00	I&O
John W. Childs	4,372	2/9/00	I&O

Series C 12% Cumulative Convertible Accruing Pay-In-Kind Preferred Stock, ⁴ par value \$0.001 per share

Total Shares Authorized:	2,000,000
Number of Shares Issued & Outstanding:	376,641.4815
Number of Shares Reserved:	0
Number of Treasury Shares:	0
Balance Available for Issuance:	1,623,358.5185
Total Available (Incl. Treasury) for Issuance.....	1,623,358.5185

Shareholder	Number of Shares	Date	Status
J.W. Childs Equity Partners, L.P.	185,185.1852	9/1/99	I&O
J.W. Childs Equity Partners, L.P.	159,774.6425	9/1/99	I&O
Bock Family Trust	175.3517	9/1/99	I&O
James E. Childs	922.9035	9/1/99	I&O
John W. Childs	8,314.7984	9/1/99	I&O
Richard S. Childs	922.9035	9/1/99	I&O
Glenn A. Hopkins	959.3894	9/1/99	I&O
Jerry D. Horn	940.0556	9/1/99	I&O
Lambros J. Lambros	1,180.2439	9/1/99	I&O
OFS Investment Partnership	4,388.9597	9/1/99	I&O
Raymond B. Rudy	779.9301	9/1/99	I&O
Sam Anderson	369.1614	9/1/99	I&O
Dana Schmaltz	396.8642	9/1/99	I&O
SGS 1995 Family Limited Partnership	249.4183	9/1/99	I&O
Steven G. Segal 1995 Irrevocable Trust	638.5724	9/1/99	I&O
Steven G. Segal	3,258.7473	9/1/99	I&O
SGS-III Family Limited Partnership	160.1255	9/1/99	I&O
Suttin Family Trust	400.3138	9/1/99	I&O
Adam L. Suttin	959.3894	9/1/99	I&O
Edward D. Yun	393.4146	9/1/99	I&O
Steven L. Foster	3,000	9/1/99	I&O
Steven Weis	1,111.1111	9/1/99	I&O
Ron Widman	2,160	9/1/99	I&O

⁴ Pursuant to Bankruptcy Rule 1007, the Debtor makes the following disclosure: J.W. Childs Equity Partners, L.P. is the only holder of 10% or more of Series C Preferred Stock.

Series D 12% Cumulative Convertible Accruing Pay-In-Kind Preferred Stock, ⁵ par value \$0.001 per share

Total Shares Authorized:	1,000,000
Number of Shares Issued & Outstanding:	153,800
Number of Shares Reserved:	0
Number of Treasury Shares:	0
Balance Available for Issuance:	846,200
Total Available (Incl. Treasury) for Issuance:	846,200

Shareholder	Number of Shares	Date	Status
JWC Equity Funding, Inc.	153,800	6/21/99	Canc.
J.W. Childs Equity Partners, L.P.	143,250	5/1/00	I&O
Glenn A. Hopkins	398	5/1/00	I&O
Jerry D. Horn	390	5/1/00	I&O
Estate of Lambros J. Lambros	490	5/1/00	I&O
Raymond B. Rudy	324	5/1/00	I&O
Steven G. Segal	1,353	5/1/00	I&O
SGS 1995 Family Limited Partnership	104	5/1/00	I&O
Steven G Segal 1995 Irrevocable Trust	265	5/1/00	I&O
SGS III Family Limited Partnership	66	5/1/00	I&O
Adam L. Suttin	398	5/1/00	I&O
Suttin Family Trust	166	5/1/00	I&O
Edward D. Yun	163	5/1/00	I&O
Dana Schmaltz	165	5/1/00	I&O
John W. Childs	6,268	5/1/00	I&O

Series E 15% Cumulative Convertible Accruing Pay-In-Kind Preferred Stock, ⁶ par value \$0.001 per share

Total Shares Authorized:	1,000,000
Number of Shares Issued & Outstanding:	7,500
Number of Shares Reserved:	0
Number of Treasury Shares:	0
Balance Available for Issuance:	992,500
Total Available (Incl. Treasury) for Issuance:	992,500

Shareholder	Number of Shares	Date	Status
JWC Equity Funding, Inc.	7,500	2/18/00	Canc.
J.W. Childs Equity Partners, L.P.	6,985,434	5/1/00	I&O
Glenn A. Hopkins	19,428	5/1/00	I&O
Jerry D. Horn	19,036	5/1/00	I&O
Estate of Lambros J. Lambros	23.9	5/1/00	I&O
Raymond B. Rudy	15,794	5/1/00	I&O
Steven G. Segal	65.99	5/1/00	I&O
SGS 1995 Family Limited Partnership	5.051	5/1/00	I&O
Steven G Segal 1995 Irrevocable Trust	12,931	5/1/00	I&O
SGS III Family Limited Partnership	3,243	5/1/00	I&O
Adam L. Suttin	19,428	5/1/00	I&O
Suttin Family Trust	8,106	5/1/00	I&O
Edward D. Yun	7,967	5/1/00	I&O
Dana Schmaltz	8,037	5/1/00	I&O
John W. Childs	305,655	5/1/00	I&O

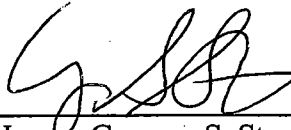
⁵ Pursuant to Bankruptcy Rule 1007, the Debtor makes the following disclosure: J.W. Childs Equity Partners, L.P. is the only holder of 10% or more of Series D Preferred Stock.

⁶ Pursuant to Bankruptcy Rule 1007, the Debtor makes the following disclosure: J.W. Childs Equity Partners, L.P. is the only holder of 10% or more of Series E Preferred Stock.

DECLARATION REGARDING LIST OF EQUITY SECURITY HOLDERS

I, Gregory S. Stevens, Chief Financial Officer of Jillian's Entertainment Holdings, Inc., declare under penalty of perjury that I have read the List of Equity Security Holders submitted herewith, and that it is true and correct to the best of my information and belief, and will be supplemented to the extent additional information regarding equity security holders becomes available.

Dated: May 23, 2004



Name: Gregory S. Stevens

Title: Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.